



8011-01p
SECURITIES AND EXCHANGE COMMISSION
Submission for OMB Review; Comment Request

Upon Written Request,
Copies Available From:

Securities and Exchange Commission
Office of Investor Education and Advocacy
Washington, DC 20549

Extension:

Rule 17Ac2-2 and Form TA-2

SEC File No. 270-298

OMB Control No. 3235-0337

Notice is hereby given that pursuant to the Paperwork Reduction Act of 1995 (44 U.S.C. 3501 et seq.), the Securities and Exchange Commission (“Commission”) has submitted to the Office of Management and Budget (“OMB”) a request for approval of the existing collection of information provided for in Rule 17Ac2-2 (17 CFR 240.17Ac2-2) and Form TA-2 under the Securities Exchange Act of 1934 (15 U.S.C. 78a et seq.) (“Exchange Act”).

Rule 17Ac2-2 and Form TA-2 under the Exchange Act require transfer agents to file an annual report of their business activities with the Commission.

These reporting requirements are designed to ensure that all registered transfer agents are providing the Commission with sufficient information on an annual basis about the transfer agent community and for the Commission to effectively monitor business activities of transfer agents.

The amount of time needed to comply with the requirements of amended Rule 17Ac2-2 and Form TA-2 varies. From the total 473 registered transfer agents, approximately 30 registrants would be required to complete only Questions 1 through 4 and the signature section of amended Form TA-2, which the Commission estimates would take each registrant about 30 minutes, for a total burden of 15 hours (30 x .5 hours). Approximately 111 registrants would be required to answer Questions 1 through 5, 10, and 11 and the signature section, which the Commission estimates would take about 1 hour and 30 minutes, for a total of 166.5 hours (111 x 1.5 hours). The remaining registrants, approximately 332, would be required to complete the entire Form TA-2, which the Commission estimates would take about 6 hours,

for a total of 1,992 hours (332 x 6 hours). The aggregate annual burden on all 473 transfer agents registered with the Commission as of November 1, 2011, is thus approximately 2,174 hours (15 hours + 166.5 hours + 1,992 hours).

We estimate that the total cost of reviewing and entering the information reported on the Forms TA-2 for respondents is \$41.50 per hour. The Commission estimates that the total internal labor cost of complying with the rule and form requirements would be \$90,221 annually (\$41.50 x 2,174). This, however, is solely a monetization of the hour burden and is not a separate cost burden.

This rule does not involve the collection of confidential information.

The Commission may not conduct or sponsor a collection of information unless it displays a currently valid Office of Management and Budget (“OMB”) control number. No person shall be subject to any penalty for failing to comply with a collection of information subject to the Paperwork Reduction Act that does not display a valid OMB control number.

Background documentation for this information collection may be viewed at the following website, www.reginfo.gov. Comments should be directed to: (i) Desk Officer for the Securities and Exchange Commission, Office of Information and Regulatory Affairs, Office of Management and Budget, Room 10102, New Executive Office Building, Washington, DC 20503, or by sending an e-mail to: Shagufta_Ahmed@omb.eop.gov; and (ii) Thomas Bayer, Director/Chief Information Officer, Securities and Exchange Commission, c/o Remi Pavlik-Simon, 6432 General Green Way, Alexandria, VA 22312 or send an email to: PRA_Mailbox@sec.gov. Comments must be submitted to OMB within 30 days of this notice.

Kevin M. O'Neill
Deputy Secretary

March 23, 2012

